

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

In re Application of

ISZO CAPITAL LP,

Petitioner, for an Order Pursuant to 28
U.S.C. § 1782 to Conduct Discovery for
Use in a Foreign Proceeding.

Case No. 20-_____

**DECLARATION OF ADRIENNE M. WARD IN SUPPORT OF THE APPLICATION
FOR AN EXPEDITED ORDER OF JUDICIAL ASSISTANCE
PURSUANT TO 28 U.S.C. § 1782**

I, ADRIENNE M. WARD, hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. I am an attorney licensed to practice law in the State of New York. I am partner with the law firm of Olshan Frome Wolosky LLP, which is counsel to IsZo Capital LP (“Petitioner”) in the above-captioned matter. My *pro hac* application is being filed along with this application. I make this declaration in support of Petitioner’s Application for an Order of Expedited Judicial Assistance pursuant to 28 U.S.C. § 1782 on an expedited basis (the “Application”).

2. Petitioner brings this Application by Order to Show Cause in light of the need for expedited consideration of the Application and the timeline for obtaining discovery from a New Jersey resident for use in a trial scheduled for January 2021 in the British Virgin Islands (“BVI”).

3. Specifically, Petitioner seeks limited discovery under 28 U.S.C §1782 from Millburn, New Jersey resident Peter R. Kellogg (“Kellogg” or “Respondent”), a shareholder and independent director of Nam Tai Property, Inc. (“Nam Tai” or the “Company”)

4. As described more fully in the accompanying Declaration of Nicholas Burkill, a legal practitioner with the law firm Ogier in the BVI, Petitioner, a shareholder of Nam Tai, has commenced a pending proceeding in the BVI (the “BVI Proceeding”) seeking injunctive relief concerning certain actions taken by the Company. In the BVI Proceeding, Petitioner seeks to (1) compel Nam Tai to hold a shareholder meeting to elect new directors which was requested by almost 40% of Nam Tai’s shareholders (the “Requisition”), but which Nam Tai’s board has failed to act upon; and (2) reverse the effects of an unjust Private Placement transaction (the “Private Placement”), executed less than a month after the Requisition, which distributed shares only to entities that support the current board. (*See* Burkill Decl. Ex. 1).

5. Public records, including voter registration records, indicate that Kellogg resides in this district, in Millburn Township-Short Hills, New Jersey.

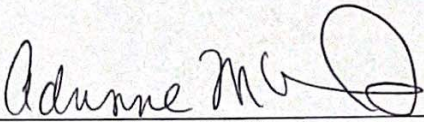
6. Petitioner’s subpoena seeks discovery concerning, *inter alia*, any Board deliberations in connection with the Private Placement and the failure to hold a shareholder meeting in response to the Requisition, the two key events that are the subject of the BVI Proceeding.

7. This discovery must be obtained sufficiently in advance of January 12, 2021, the date on which the parties to the BVI Proceeding have been ordered to submit evidence and witness statements, which serve the function of direct testimony. (Burkill Decl. ¶ 37 and Ex. 5 thereto).

8. Attached hereto as **Exhibit 1** is a true and correct copy of the proposed subpoena that Petitioner seeks to serve on Kellogg in connection with the BVI Proceeding.

9. No previous application for similar relief has been made.

I declare under penalty of perjury that the foregoing is true and correct. Executed on
November 10, 2020 at New York, New York.



Adrienne M. Ward